

# Lookers plc – General Meeting

## Attendance card

A general meeting of the shareholders of Lookers plc (the “General Meeting”) will be held on 5 September 2023 at 3.45 p.m. (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned) at the offices of Eversheds Sutherland (International) LLP, Two New Bailey, 6 Stanley Street, Salford, M3 5GS.

### Attendance

If you wish to attend the General Meeting in person, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the General Meeting after registering at the registration desk.

Barcode:

Event Code:

Investor Code:

### Travel information for meeting venue

The offices of Eversheds Sutherland (International) LLP are at Two New Bailey, 6 Stanley Street, Salford, M3 5GS.

By tram: St. Peter’s Square tram stop is approximately 10 minutes’ walk away.

By rail: Salford Central Train station is approximately five minutes’ walk away.

Signature:

# Lookers plc – General Meeting

## Form of Proxy

Barcode:

Event Code:

Investor Code:

**General Meeting of Lookers plc (the “Company”) to be held at the offices of Eversheds Sutherland (International) LLP, Two New Bailey, 6 Stanley Street, Salford, M3 5GS on 5 September 2023 at 3.45 p.m. (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned).**

**Please read the notice of the General Meeting in the scheme document of the Company dated 12 August 2023 (the “Scheme Document”) and the explanatory notes overleaf before completing this form.**

**Please use a black pen. Mark any box with an X inside the box as shown in this example:**

I/We, being (a) holder(s) of ordinary shares of five pence each in the capital of the Company (“Lookers Shares”) entitled to attend, speak and vote at the General Meeting, hereby appoint the Chair of the General Meeting, or the following person, as my/our proxy to attend, speak and vote for me/us and on my/our behalf in respect of the following number of Lookers Shares:

### Name of proxy

(if you do not wish to appoint the Chair of the General Meeting as your proxy, add in block capitals the name of your chosen proxy in this box)

### Number of Lookers Shares

(please leave this box empty if you wish to appoint a proxy in relation to all of your Lookers Shares)

at the General Meeting, and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote in the manner indicated below.

Please indicate here if this proxy appointment is one of multiple proxies being made. For the appointment of more than one proxy please refer to Note 11 overleaf

## SPECIAL RESOLUTION

To give authority to the directors of the Company to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect and to amend the Company’s articles of association

For	Against	Vote	Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

Please detach this portion of the Form of Proxy before posting. Please note this Form of Proxy must be signed and dated before being posted. You can also submit your proxy electronically at <https://www.signalshares.com>.

## Notes to Form of Proxy

1. Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the notice of General Meeting which is set out in the Scheme Document. Before completing this Form of Proxy, please also read "Action to be Taken" set out in the Scheme Document. Save where otherwise defined herein, capitalised terms and expressions used in this Form of Proxy shall have the meanings given to them in the Scheme Document.
2. The Special Resolution will be proposed as a special resolution. For the Special Resolution to pass, at least three-quarters of the votes cast must be in favour of the resolution.
3. Only members, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A member may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different Lookers Share or Lookers Shares), who need not be members, to exercise all or any of their rights to attend, speak and vote on their behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If you do not wish to appoint the Chair of the General Meeting as your proxy, add in block capitals the name of your chosen proxy in the box entitled "Name of proxy". If this box is left blank, the Chair of the General Meeting will be your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled "Number of Lookers Shares" the number of Lookers Shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account). The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies), please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Special Resolution. For any other business arising at the General Meeting (including any procedural motion or resolution not listed in the notice of the General Meeting) the proxy appointed pursuant to this Form of Proxy will vote at their sole discretion.
4. This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or their attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Lookers Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
5. The appointment of a proxy will not prevent a member from subsequently attending and voting at the General Meeting in person should they decide to do so. All Lookers Shareholders are entitled to attend and vote at the General Meeting, whether or not they have returned a Form of Proxy.
6. To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent to the Company's Registrar, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or (for uncertificated holders only) (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive no later than 3.45 p.m. (London time) on 1 September 2023 or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting (excluding any part of a day that is not a Business Day). Alternatively, Lookers Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Link Group website at <https://www.signalshares.com> where full instructions on the procedure are given. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Link Group after 3.45 p.m. (London time) on 1 September 2023 or, in the case of an adjourned meeting, later than 48 hours prior to the time and date set for the adjourned meeting, excluding any part of a day which is not a Business Day). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to [www.euroclear.com](http://www.euroclear.com).
7. Please indicate with an 'X' in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise their discretion as to how they vote or whether they abstain from voting on the Special Resolution and on any other business (including amendments to the Special Resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
8. The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on the Special Resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the Special Resolution.
9. If this Form of Proxy is returned duly signed but without any indication as to how the person(s) appointed proxy shall vote on the Special Resolution, they will exercise their discretion as to how they vote and whether or not they abstain from voting on the Special Resolution.
10. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company as at 6.00 p.m. (London time) on 1 September 2023 or, if the General Meeting is adjourned, 6.00 p.m. on the day which is two days (excluding any part of a day that is not a Business Day) before the date of such adjourned General Meeting, will be entitled to attend or vote at the General Meeting in respect of the number of Lookers Shares registered in their name at that time. Changes to entries on the relevant register of members after 6.00 p.m. (London time) on 1 September 2023, or, if the General Meeting is adjourned, 6.00 p.m. on the day which is two days (excluding any part of a day that is not a Business Day) before the date of such adjourned General Meeting, will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
11. If you wish to appoint more than one proxy in respect of your shareholding, mark the box with an X where indicated and photocopy the Form of Proxy or contact the Company's Registrar, Link Group, during business hours on +44 (0) 371 664 0321 or submit a request in writing to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Lines are open between 9:00 a.m. and 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. The helpline cannot provide advice on the merits of the Acquisition nor give any financial, legal or tax advice. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Lookers Shares are sent to the Company's Registrar, Link Group, at Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
12. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register.
13. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same Lookers Shares.
14. If a member appoints a proxy or proxies and then decides to attend the General Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding then all proxy votes will be disregarded. If, however, the member votes at the General Meeting in respect of less than the member's entire holding, and the member indicates on their poll card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding.
15. Neither the death nor the incapacity of a member who has appointed a proxy, nor the revocation or termination by a member of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the General Meeting (or adjournment thereof) or (ii) handed to a representative of the Registrar on behalf of the Chair of the General Meeting at the General Meeting before the start of the General Meeting.
16. You may not use any electronic address provided either in this Form of Proxy, in the notice of General Meeting or in any related documents to communicate with the Company for any purpose other than those expressly stated.
17. Any alterations made in this Form of Proxy should be initialled by the person who signs it.

Business Reply Plus  
Licence Number  
RUCA-ESGL-RSXY



PXS 1  
Link Group  
Central Square  
29 Wellington Street  
LEEDS  
LS1 4DL

# Lookers plc – Court Meeting

## Attendance card

A court meeting of Lookers plc (the “**Court Meeting**”) will be held on 5 September 2023 at 3.30 p.m. (London time) at the offices of Eversheds Sutherland (International) LLP, Two New Bailey, 6 Stanley Street, Salford, M3 5GS.

### Attendance

If you wish to attend the Court Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the Court Meeting after registering at the registration desk.

Barcode:

Event Code:

Investor Code:

### Travel information for meeting venue

The offices of Eversheds Sutherland (International) LLP are at Two New Bailey, 6 Stanley Street, Salford, M3 5GS.

By tram: St. Peter’s Square tram stop is approximately 10 minutes’ walk away.

By rail: Salford Central Train station is approximately five minutes’ walk away.

Signature:

# Lookers plc – Court Meeting

## Form of Proxy

Barcode:

**Please read the notice of the Court Meeting in the Scheme Document (as defined below) and the explanatory notes overleaf before completing this form.**

Event Code:

Investor Code:

By an order dated 11 August 2023 made in the matter of Lookers plc (the “**Company**”), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 12 August 2023 (the “**Scheme Document**”)) (the “**Court Meeting**”) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the “**Scheme**”) between the Company and the Scheme Shareholders (as defined in the Scheme Document) and that such Court Meeting shall be held at the offices of Eversheds Sutherland (International) LLP, Two New Bailey, 6 Stanley Street, Salford M3 5GS on 5 September 2023 at 3.30 p.m. (London time) at which place and time all Scheme Shareholders are requested to attend.

**Please use a black pen.**

I/We, being (a) holder(s) of Scheme Shares entitled to attend, speak and vote at the Court Meeting, hereby appoint the Chairman of the Court Meeting, or the following person as my/our proxy to attend, speak and vote for me/us and on my/our behalf in respect of the following number of Scheme Shares:

### Name of proxy

(if you do not wish to appoint the Chair of the General Meeting as your proxy, add in block capitals the name of your chosen proxy in this box)

### Number of Scheme Shares

(please leave this box empty if you wish to appoint a proxy in relation to all of your Scheme Shares)

at the Court Meeting, and at any adjournment of that meeting, and to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without any changes), as my/our proxy may approve, as indicated below.

Please indicate here if this proxy appointment is one of multiple proxies being made. For the appointment of more than one proxy please refer to Note 9 overleaf

**IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, sign your name in the box marked “AGAINST the Scheme”. Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint Scheme Shareholders should refer to Note 10 overleaf.**

**FOR the Scheme**

Signature

**AGAINST the Scheme**

Signature

Date

Please detach this portion of the Form of Proxy before posting. Please note this Form of Proxy must be signed and dated before being posted. You can also submit your proxy electronically at <https://www.signalshares.com>.

## Notes to Form of Proxy

1. Before completing this Form of Proxy, please also read "Action to be Taken" set out in the Scheme Document. Save where otherwise defined herein, capitalised terms and expressions used in this Form of Proxy shall have the meanings given to them in the Scheme Document.
2. Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A Scheme Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different Scheme Share or Scheme Shares), who need not be Scheme Shareholders, to exercise all or any of their rights to attend, speak and vote on their behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If you do not wish to appoint the Chair of the Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the box entitled "Name of Proxy". If this box is left blank, the Chair of the Court Meeting will be your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled "Number of Scheme Shares" the number of Scheme Shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy/ies full rights to attend, speak and vote. If you wish to restrict the rights of your proxy/ies, please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Scheme. For any other business arising at the Court Meeting (including any procedural motion or resolution not listed in the notice of the Court Meeting) the proxy appointed pursuant to this Form of Proxy will vote at their sole discretion.
3. This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or their attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on, or authentication of, such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notariably or in some other way approved by the Lookers Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
4. The appointment of a proxy will not prevent a Scheme Shareholder from subsequently attending and voting at the Court Meeting in person should they decide to do so. All Scheme Shareholders are entitled to attend and vote at the Court Meeting, whether or not they have returned a Form of Proxy.
5. To be valid, the Form of Proxy, and any other power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent by post to the Company's Registrar, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or (for uncertificated holders only) (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive no later than 3.30 p.m. (London time) on 1 September 2023 or, if the Court Meeting is adjourned, 48 hours before the time fixed for the adjourned Court Meeting (excluding any part of a day that is not a Business Day). If the Form of Proxy is not returned by the specified time, it may be handed to a representative of the Registrar on behalf of the Chair of the Court Meeting at the Court Meeting before the start of the Court Meeting. Alternatively, Scheme Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Link Group website at <https://www.signalshares.com> where full instructions on the procedure are given. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Link Group after 3.30 p.m. (London time) on 1 September 2023 (or, in the case of an adjourned meeting, later than 48 hours prior to the time and date set for the adjourned meeting, excluding any part of a day which is not a Business Day). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to [www.euroclear.com](http://www.euroclear.com).
6. Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". Unless otherwise instructed, the person appointed as proxy will exercise their discretion as to how they vote or whether they abstain from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
7. If this Form of Proxy is returned duly signed but without any indication as to how the person(s) appointed proxy shall vote, they will exercise their discretion as to how they vote and whether or not they abstain from voting.
8. Only those Scheme Shareholders registered in the register of shareholders of the Company as at 6.00 p.m. (London time) on 1 September 2023 or, if the Court Meeting is adjourned, 6.00 p.m. (London time) on the day which is two days before the date of such adjourned meeting (excluding any part of a day which is not a Business Day) will be entitled to attend and/or vote at the Court Meeting in respect of the number of Scheme Shares registered in their name at that time. Changes to entries on the relevant register of shareholders after 6.00 p.m. (London time) on 1 September 2023, or, if the Court Meeting is adjourned, 6.00 p.m. (London time) on the day which is two days (excluding any part of a day which is not a Business Day) before the date of such adjourned meeting will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.
9. If you wish to appoint more than one proxy in respect of your shareholding, mark the box with an X where indicated and photocopy the Form of Proxy or contact the Company's Registrar, Link Group, during business hours on +44 (0) 371 664 0321 or submit a request in writing to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Lines are open between 9:00 a.m. and 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. The helpline cannot provide advice on the merits of the Acquisition nor give any financial, legal or tax advice. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Scheme Shares are sent to the Company's Registrar, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
10. In the case of joint Scheme Shareholders, any one Scheme Shareholder may vote. If more than one Scheme Shareholder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior Scheme Shareholder will be accepted, seniority being determined by the order in which the names appear on the register.
11. A Scheme Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Scheme Shareholder of the Company, provided that it does not do so in relation to the same Scheme Shares.
12. If a Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using their poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Scheme Shareholder's entire holding, then all proxy votes will be disregarded. If, however, the Scheme Shareholder votes at the Court Meeting in respect of less than the Scheme Shareholder's entire holding, and the Scheme Shareholder indicates on their poll card that all proxies are to be disregarded, that shall be the case; but if the Scheme Shareholder does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Scheme Shareholder's entire holding.
13. Neither the death nor the incapacity of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the Court Meeting (or adjournment thereof) or (ii) handed to a representative of the Registrar on behalf of the Chair of the Court Meeting at the Court Meeting before the start of the Court Meeting.
14. You may not use any electronic address provided either in this Form of Proxy, in the notice of the Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
15. Any alterations made in this Form of Proxy should be initialed by the person who signs it.
16. The Court has appointed Paul Van der Burgh, or failing him, Mark Raban, or failing him, any other director of the Company to act as chair of the meeting and has directed the chair to report the result of the meeting to the Court.

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